Edgar Filing: IntercontinentalExchange Group, Inc. - Form 4

IntercontinentalExchange Group, Inc. Form 4 November 14, 2013

November 14	, 2013							
FORM	Δ				-	PPROVAL		
	UNITED STAT	CS SECURITIES A Washington,		E COMMISSION	OMB Number:	3235-0287		
Check this if no longe subject to Section 16 Form 4 or	STATEMENT (STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES						
Form 5 obligations may contin <i>See</i> Instruct 1(b).	Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Instruction 30(h) of the Investment Company Act of 1940							
(Print or Type Ro	esponses)							
1. Name and Ad MCNULTY	ldress of Reporting Person <u>*</u> JAMES J	2. Issuer Name and Symbol	Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer				
		IntercontinentalEz [ICE]	xchange Group, Ir	nc. (Chec	k all applicable	2)		
(Last)	(First) (Middle)	First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)			X_ Director10% Owner Officer (give titleOther (specify			
2100 RIVER PARKWAY,		11/13/2013		below)	below)			
	(Street)	reet) 4. If Amendment, Date Original Filed(Month/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 			
ATLANTA,	GA 30328			Form filed by M Person	Iore than One Re	eporting		
(City)	(State) (Zip)	Table I - Non-D	erivative Securities A	Acquired, Disposed of	f, or Beneficial	lly Owned		
1.Title of Security (Instr. 3)	any		4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or	Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock	11/13/2013	Code V A	Amount(D)Prior9,322A (1) (2)		D			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Under Secur	rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu: Bene Own Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
MCNULTY JAMES J 2100 RIVEREDGE PARKWAY SUITE 500 ATLANTA, GA 30328	Х					
Signatures						
/s/ Andrew J. Surdykowski, Attorney-in-fact	11/14/2013					
**Signature of Reporting Person		Da	te			

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

As of the effective time (the "Effective Time") of the transactions contemplated by the Amended and Restated Agreement and Plan of Merger by and among IntercontinentalExchange, Inc., IntercontinentalExchange Group, Inc. ("ICE Group"), NYSE Euronext, Braves Merger Sub, Inc., and NYSE Euronext Holdings LLC (formerly known as Baseball Merger Sub, LLC) (the "Merger Agreement"), each

(1) share of common stock of NYSE Euronext and each restricted stock unit of NYSE Euronext held by the reporting person was converted, respectively, into the right to receive a combination of shares of common stock of ICE Group and cash and an award of a substantially equivalent restricted stock unit denominated in common stock of ICE Group, as adjusted by the equity exchange factor of 0.2275, pursuant to the terms of the Merger Agreement.(This footnote is continued onto footnote 2).

The common stock referred to in Table I is an aggregate number and represents 2,910 shares of common stock of ICE Group and 6,412 restricted stock units of ICE Group held by the reporting person immediately following the Effective Time. Each restricted stock unit

(2) restricted stock units of ICE Group lield by the reporting person initiately following the Encentre right to receive one share of common stock of ICE Group upon the reporting person's termination of service on the Board of Directors for any reason other than termination for cause.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.